

# ITEL

September 18, 1985

RECORDATION NO. 14165-44  
Filed 1425  
OCT 8 1985 12:00 PM  
Washington, D. C.

**Ite Rail Corporation**

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

ICC OFFICE OF  
THE SECRETARY

OCT 8 12 24 PM '85

MOTOR OPERATING UNIT

INTERSTATE COMMERCE COMMISSION

Honorable James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, DC 20423

FILE FIRST

5-281A067

Dear Mr. Bayne:

On behalf of Ite Rail Corporation, I submit for filing and recording, under 49 USC §11303(a) and the regulations promulgated thereunder, the enclosed four (4) executed counterparts of the following document:

Supplement No. 29

*This one is 14165-44*  
Please record this document under the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982, among Ite Corporation, Ite Rail Corporation and First Security Bank of Utah, N.A., which was recorded with the ICC on September 20, 1983 under ICC Recordation No. 14165. Cross-index this document to the Lease Agreement dated as of September 23, 1983, between Ite Rail Corporation and McCloud River Railroad Company, which was filed with the ICC on February 25, 1983 under Recordation No. 145692.

The names and addresses of the parties to the aforementioned are:

- |   |  |
|---|--|
| 1. Ite Corporation<br>55 Francisco Street<br>San Francisco, California 94133      | 3. First Security Bank of Utah, N.A.<br>Corporate Trust Division<br>79 South Main Street<br>Salt Lake City, Utah 84111 |
| 2. Ite Rail Corporation<br>55 Francisco Street<br>San Francisco, California 94133 |  |

The equipment covered by this Supplement is eighteen (18) boxcars bearing reporting marks MR7135 - MR7152.

Also enclosed is a check for \$20.00 to cover the required filing fees for the Lease and Assignment of Lease.

Once filed, please return to the bearer the stamped counterpart of the documents not required for filing purposes together with the receipt and letter from the ICC acknowledging the filings.

Very truly yours,

*Denise M. Bottarini*

Denise M. Bottarini  
Senior Legal Assistant

*cc: Howard Chabner  
Robert S. Clark  
J. Michael Kelly  
Ginny Hanger*

09/04/85

FILE FIRST  
Please Keep  
for  
ICC FILE  
COPY

RECORDATION NO. 14165-44 Filed 1425

OCT 8 1985 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 29 TO THE CONSOLIDATED,  
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT  
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 29, dated September 17, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION** ("Itel") and **ITEL RAIL CORPORATION**, a Delaware corporation ("Itel Rail").

**WHEREAS**, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of March 15, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on April 14, 1977 ("1977 Series 2 Equipment Trust") and given recordation number 8781; and

**WHEREAS**, the 1977 Series 2 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

**WHEREAS**, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

**WHEREAS**, Itel Rail and the **CITY OF PRINEVILLE RAILWAY** ("COP") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of April 26, 1977 (such Lease, together with any amendments or supplements thereto, called the "COP Lease"), pursuant to which Itel Rail leased to COP certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series COP 7004 through and including COP 7200. Subsequently one unit of Trust Equipment bearing reporting mark COP 7066 was destroyed; and

**WHEREAS**, pursuant to a Stipulation for Entry of Judgment Re: City of Prineville Railway executed on October 6, 1982, the COP Lease was terminated with respect to certain Equipment including eighteen (18) units of Trust Equipment bearing reporting marks COP 7004, COP 7008, COP 7018, COP 7032, COP 7033, COP 7049, COP 7075, COP 7097, COP 7105, COP 7113, COP 7117, COP 7131, COP 7150, COP 7171, COP 7174, COP 7179, COP 7186, and COP 7198 ("Terminated Trust Equipment"); and

**WHEREAS**, Itel Rail has leased these eighteen (18) units of Terminated Trust Equipment to the **MCCLLOUD RIVER RAILROAD COMPANY** ("MR") by means of a Lease dated September 23, 1983; and

WHEREAS, Itel Rail has changed the reporting marks of these eighteen (18) units of Terminated Trust Equipment from the previous COP reporting marks to the current MR reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require Itel Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1C of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous eighteen (18) COP reporting marks have been changed and remarked with the current eighteen (18) MR reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedule 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

(Seal)

Attest:

Asst. Secretary

(Seal)

Attest:

Asst. Secretary

(Seal)

Attest:

Authorized Officer

ITEL CORPORATION

By: *AED*

ITEL RAIL CORPORATION

By: *[Signature]*

FIRST SECURITY BANK OF UTAH, N.A.

By: *Vol 7. Oct*

Authorized Officer

**EXHIBIT A**  
**CERTIFICATE OF REMARKING**

<u>Units of Trust Equipment</u>	<u>Previous COP Reporting Marks</u>	<u>Current MR Reporting Marks</u>
18	COP 7004	MR 7135
	COP 7008	MR 7136
	COP 7018	MR 7137
	COP 7032	MR 7138
	COP 7033	MR 7139
	COP 7049	MR 7140
	COP 7075	MR 7141
	COP 7097	MR 7142
	COP 7105	MR 7143
	COP 7113	MR 7144
	COP 7117	MR 7145
	COP 7131	MR 7146
	COP 7150	MR 7147
	COP 7171	MR 7148
	COP 7174	MR 7149
	COP 7179	MR 7150
	COP 7186	MR 7151
	COP 7198	MR 7152

ITEL RAIL CORPORATION

By:   
Authorized Officer

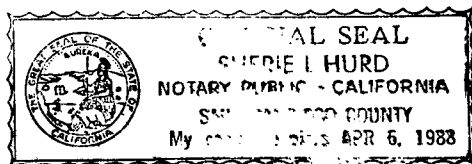
STATE OF CALIFORNIA     )  
                                      ) ss:  
COUNTY OF SAN FRANCISCO )

On this 17<sup>th</sup> day of September, 1985, before me personally appeared Arnold E. Ditre, to me personally known, who being by me duly sworn says that such person is Chief Operating Officer of Itel Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sherril L. Hurd  
Notary Public

My commission expires:

April 6, 1988



STATE OF CALIFORNIA     )  
                                      ) ss:  
COUNTY OF SAN FRANCISCO )

On this 6 day of September, 1985, before me personally appeared Desmond Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]  
Notary Public



STATE OF UTAH                    )  
  ) ss:  
COUNTY OF SALT LAKE        )

On this 24<sup>th</sup> day of September, 1985, before me personally appeared Val T. Orton, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed and sealed on behalf of said national banking association signed by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

David B Smith  
Notary Public

My commission expires:

10-16-88